

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

W.R. GRACE & CO

("the Debtors")

In proceedings for Reorganization under
Chapter 11

Case No. 01-01139 (JKF) Jointly Administered

Case No. 01-01139

Claim No.: **2684**

**NOTICE OF TRANSFER OF CLAIM PURSUANT TO F.R.B.P. RULE 3001 (E)(2) FOR
FILED CREDITOR, VR COMPOUNDING CORPORATION, IN THE AMOUNT OF
\$135,057.23, TO DK ACQUISITION PARTNERS, L.P.**

To Transferor:

VR COMPOUNDING CORPORATION
ATTN: VISHNU GOR, PRESIDENT
D/B/A/ OVERDALE CORPORATION
12400 LOMBARD LANE
ALSIP, IL 60803

PLEASE TAKE NOTICE that the transfer of **\$135,057.23** of the above-captioned General Unsecured claim has been transferred to:

Transferee:

DK Acquisition Partners, L.P.
Attn: Michael J. Leffell
885 Third Avenue
Suite 3300
New York, NY 10022
Facsimile: (212) 371-4318

The Notice of Transfer of Claim is attached hereto. No action is required if you do not object to the transfer of your claim. However, if you do object to the transfer of your claim, within 20 days of the date of this notice, you must:

- FILE A WRITTEN OBJECTION TO THE TRANSFER with:
Deputy Clerk
United States Bankruptcy Court
824 N. Market St., 3rd Floor
Wilmington, DE 19801
- SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.
Refer to INTERNAL CONTROL NO. _____ in your objection.
If you file an objection, a hearing will be scheduled.

If your objection is not timely filed, the transferee will be substituted on our records as the claimant in this proceeding.

(FOR CLERK'S OFFICE USE ONLY):

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ___ Transferee ___ Debtors's Attorney ___

Deputy Clerk

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

W.R. Grace & Co.-Conn.

Debtor

Case No. 01-01140

Chapter 11

NOTICE OF TRANSFER OF CLAIM
PURSUANT TO RULE 3001(e)

PLEASE TAKE NOTICE that the claim of VR Compounding Corporation dba Overdale Corporation ("Assignor") against the Debtor in the amount of \$135,057.23 and all claims of Assignor against W.R. Grace & Co.-Conn. have been transferred and assigned to DK Acquisition Partners, L.P. ("Assignee"). The signature of Assignor on this document is evidence of the transfer of the claims and all rights thereto.

I, the undersigned Assignor of the claims described above, hereby assign and transfer my claims and all rights thereto to DK Acquisition Partners, L.P. according to the terms of the Assignment of Claim duly executed by me on the date hereof. I have a claim against the Debtor that has not been previously transferred, and the Debtor has neither objected to nor satisfied this claim. The clerk of this Court is authorized to change the address of record regarding the claim to that of Assignee listed below.

ASSIGNEE: DK Acquisition Partners, L.P.

Address: 885 Third Avenue
Suite 3300
New York, NY 10022
Attn: Michael J. Leffell
Tel: (212) 446-4090
Fax: (212) 371-4318

ASSIGNOR: VR Compounding Corporation

Overdale Corporation
Address: 12400 Lombard Lane
Alsip, IL 60803

Signature: Vishnu Gor
Name: VISHNU GOR
Title: PRESIDENT
Date: Jan. 4, 2005